

**Exhibit D**

Proposed Order

**UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et*  
*al.*,

Debtors.<sup>1</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

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FIRST ORDER (A) GRANTING IN PART THE TWO HUNDRED FIFTY-FIFTH OMNIBUS  
OBJECTION (SUBSTANTIVE) OF THE COMMONWEALTH OF PUERTO RICO TO  
CLAIMS ASSERTED BY HOLDERS OF HTA BRIDGE BONDS, (B) APPROVING FORM  
OF NOTICE, AND (C) GRANTING RELATED RELIEF

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*Upon the Notice of Presentment of Proposed Order (A) Granting in Part the Two  
Hundred Fifty-Fifth Omnibus Objection (Substantive) of the Commonwealth of Puerto Rico to  
Claims Asserted by Holders of Certain HTA Bridge Bonds, (B) Approving Form of Notice, and*

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico ("Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

(C) *Granting Related Relief*, dated October 23, 2020 (Docket Entry No. \_\_\_\_\_, the “Notice”),<sup>2</sup> filed by the Commonwealth of Puerto Rico (the “Commonwealth” or “Debtor”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as sole representative of the Debtor pursuant to Section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”), for entry of an order (i) approving the Satellite Hearing Notice (as defined below) and (ii) disallowing the Claims to be Disallowed via Notice of Presentment (as defined below), as more fully set forth in the Notice; and the Court having found it has subject matter jurisdiction over this matter pursuant to section 306 of PROMESA; and it appearing that venue in this district is proper pursuant to section 307 of PROMESA; and the Court having found that the relief requested is in the best interests of the Debtor, its creditors, and other parties in interest; and the Court having found that the Debtor provided adequate and appropriate notice under the circumstances and that no other or further notice is required; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Two Hundred Fifty-Fifth Omnibus Objection is GRANTED IN PART as set forth herein; and it is further

ORDERED that the each of the claims identified on Exhibit B hereto (the “Claims to Be Disallowed via Notice of Presentment”) are hereby disallowed in their entirety; and it is further

ORDERED that the Satellite Hearing Notice is approved and shall be served on each of the claimants associated with the Claims to Be Set for Hearing; and it is further

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings given to them in the Notice.

ORDERED that Prime Clerk, LLC, is authorized and directed to delete the Claims to Be Disallowed via Notice of Presentment from the official claims registry in the Title III Cases; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: \_\_\_\_\_, 2020  
San Juan, Puerto Rico

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LAURA TAYLOR SWAIN  
United States District Judge